

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
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9237-E
RECORDATION BY

JUN 3 1991 -1 40 PM #15

INTERSTATE COMMERCE COMMISSION
Rec. No. 9237-E

June 3, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

1-154A040

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed and acknowledged copies of a Release and Termination dated as of May 22, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The primary and secondary documents to which the enclosure relates were filed and recorded on February 14, 1978 under Recordation Number 9237 and subparts thereto.

The name and address of the party executing the enclosed document are:

Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Charles T. Kappler

Mr. Sidney L. Strickland, Jr.
June 3, 1991
Page Two

A short summary of the enclosed secondary document to appear
in the Commission's Index is:

Release and Termination dated as of May 22, 1991
executed by Mercantile-Safe Deposit and Trust
Company covering 14 GE Model, B-23 7 locomotives,
CSXT 3115-3128, formerly SBD 3115-3128 and
originally LN 5115-5129 (excluding 5123).

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Schedule 1 to
Release and Termination

Locomotives:

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
14	2,250 h.p. 4 axle, turbo charged, diesel-electric locomotive, General Electric Model B-23-7, manufactured new in 1977	CSXT 3115-3128 (formerly SBD 3115- 3128 and originally LN5115-5129 (excluding 5123)

Interstate Commerce Commission
Washington, D.C. 20423

6/3/91

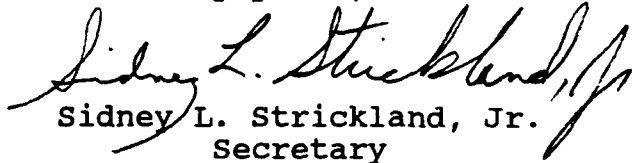
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/3/91 at 10:15am, and assigned recordation number(s). 9237-E & 9237-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 9237E
JUN 3 1991 -1 40 PM
INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION

RELEASE AND TERMINATION dated as of May 22, 1991 (this "Release and Termination"), made by Mercantile-Safe Deposit and Trust Company, a Maryland trust company (the "Agent"), under an Agreement and Assignment and Assignment of Lease and Agreement referred to below.

WHEREAS, The Connecticut Bank and Trust Company, as Trustee (the "Owner Trustee") under a Trust Agreement dated as of November 15, 1977 with Bankers Trust Company ("Bankers Trust"), and General Electric Company ("GE") entered into a Conditional Sale Agreement (the "Conditional Sale Agreement") dated as of November 15, 1977 pursuant to which the Owner Trustee purchased from GE fifteen (15) locomotives (the "Locomotives") (one of which has since been the subject of a casualty loss) subject to a security interest retained by GE;

WHEREAS, pursuant to a Lease of Railroad Equipment dated as of November 15, 1977 (the "Lease") between CSX Transportation, Inc. (formerly, Louisville and Nashville Railroad Company) (the "Lessee") and the Owner Trustee, the Owner Trustee leased the Locomotives to the Lessee;

WHEREAS, three investors, Jefferson Standard Life Insurance Company, Life Insurance Company of Georgia and Pilot Life Insurance Company, financed 54.29% of the cost of the Locomotives by investing in the Conditional Sale Indebtedness (as defined in the Conditional Sale Agreement);

WHEREAS, GE assigned its security interest in the Locomotives to the Agent pursuant to an Agreement and Assignment dated as of November 15, 1977 ("the Assignment") between the Agent and GE and the Lease was assigned to the Agent pursuant to an Assignment of Lease and Agreement dated as of November 15, 1977 (the "Lease Assignment") between the Trustee and the Agent until the Owner Trustee fulfills all of its obligations under the Conditional Sale Agreement;

WHEREAS, the following documents were recorded with the Interstate Commerce Commission on February 14, 1978: the Conditional Sale Agreement (recordation number 9237), the Lease (recordation number 9237B), the Assign-

ment (recordation number 9237A) and the Lease Assignment (recordation number 9237C);

WHEREAS, Bankers Trust desires to sell to Residual Based Finance Corporation ("RESIDCO") the fourteen (14) locomotives identified on Schedule 1 hereto (as one of the Locomotives was the subject of a casualty loss) free and clear of all liens or encumbrances, except with respect to the Lease;

WHEREAS, to facilitate the sale of the 14 locomotives identified on Schedule 1 hereto, the Agent now desires to terminate and release all claims, rights, title, interest or estate in or to the Locomotives and the Lease;

NOW THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent hereby agrees that (i) the Lease Assignment is hereby terminated and ceases to be of further effect; (ii) all of the Trustee's obligations under the Conditional Sale Agreement and the Lease Assignment are hereby released, terminated and discharged; (iii) the Conditional Sale Agreement and the Lease Assignment are satisfied and discharged; and (iv) the entire amount of the Conditional Sale Indebtedness (as defined in the Conditional Sale Agreement) and all other obligations of the Owner Trustee under the Conditional Sale Agreement have been fully paid and performed.

IN WITNESS WHEREOF, the Agent has caused this Release and Termination to be duly executed as of the date first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY

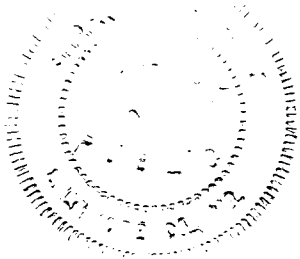
By: Robert D. Brown
Name: Robert D. Brown
Title: Corporate Trust Officer

State of Maryland
County of Baltimore ss:

On this 22 day of May, 1991 before me personally appeared Robert D. Brown, to me personally known, who being duly sworn says that (s)he is the Corporate Trust Officer of Mercantile-Safe Deposit and Trust Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon A. Surrency
Signature of Notary Public

My Commission expires Aug 24, 1994



Schedule 1 to
Release and Termination

Locomotives:

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
14	2,250 h.p. 4 axle, turbo charged, diesel-electric locomotive, General Electric Model B-23-7, manufactured new in 1977	CSXT 3115-3128 (formerly SBD 3115- 3128 and originally LN5115-5129 (excluding 5123)